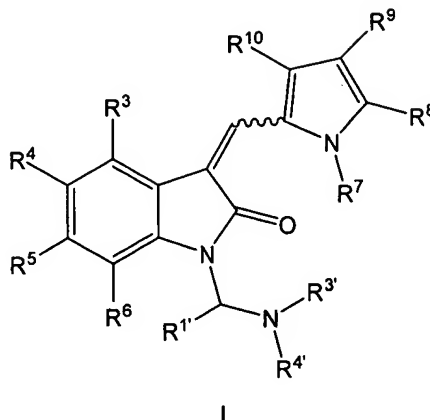


**Listing of claims:**

Claims 1-36 (Canceled)

37. (Currently amended) A compound of the formula I:



wherein

$R^3$ ,  $R^5$  and  $R^6$  are independently selected from the group consisting of hydrogen, alkyl, trihaloalkyl, cycloalkyl, alkenyl, alkynyl, aryl, heteroaryl, heteroalicyclic, hydroxyl, alkoxy, aryloxy, mercapto, alkylthio, arylthio, sulfinyl, sulfonyl, S-sulfonamido, N-sulfonamido, trihalomethane-sulfonamido, carbonyl, C-carboxy, O-carboxy, C-amido, N-amido, cyano, nitro, halo, O-carbamyl, N-carbamyl, O-thiocarbamyl, N-thiocarbamyl, amino, and  $-NR^{11}R^{12}$  where  $R^{11}$  and  $R^{12}$  are independently selected from the group consisting of hydrogen, alkyl, cycloalkyl, aryl, carbonyl, acetyl, sulfonyl, trifluoromethanesulfonyl or,  $R^{11}$  and  $R^{12}$ , together with the nitrogen to which they are attached, combined form a five- or six- member heteroalicyclic ring;

$R^7$  is hydrogen;

$R^4$  is hydrogen or halo;

$R^{1'}$  is hydrogen or methyl;

$R^8$  and  $R^{10}$  are independently unsubstituted lower alkyl;

$R^9$  is  $-C(=O)NHR^{13}$  wherein  $R^{13}$  is lower alkyl substituted with amino or heteroalicyclic and

optionally substituted with hydroxy; and

~~$R^3$  and  $R^4$  are lower alkyl optionally substituted hydroxyl; or~~

~~$R^3$  and  $R^4$ , together with the nitrogen atom to which they are attached, form a ring selected from the group consisting of an unsubstituted pyrrolidin-1-yl, 2-(S)-hydroxymethylpyrrolidin-1-yl, 2-(S)-carboxypyrrolidin-1-yl, piperazin-1-yl, and 4-methylpiperazin-1-yl; or~~

~~$R^3$  and  $R^4$  together with the nitrogen atom to which they are attached form a heteroaryl ring selected from the group consisting of pyrro-1-yl, pyridin-1-yl, oxazol-3-yl, isoxazol-2-yl, pyrazin-1-yl, pyradizin-1-yl, quinolin-1-yl, and imidazol-1-yl.~~

38. (Previously presented) The compound of claim 37, wherein  $R^3$ ,  $R^5$  and  $R^6$  are hydrogen.

39. (Previously presented) The compound of claim 37, wherein R<sup>4</sup> is hydrogen or fluoro.

40. (Previously presented) The compound of claim 37, wherein R<sup>1'</sup> is hydrogen.

41. (Previously presented) The compound of claim 37, wherein R<sup>8</sup> and R<sup>10</sup> are each methyl.

Claims 42-43. (Canceled)

44. (Previously presented) The compound of claim 37, wherein R<sup>9</sup> is (2-diethylaminoethyl)-aminocarbonyl, (2-ethylaminoethyl)aminocarbonyl, 3-(morpholin-4-yl)propyl-aminocarbonyl or 3-(morpholin-4-yl)-2-hydroxypropylaminocarbonyl.

45. (Previously presented) The compound of claim 37 wherein R<sup>9</sup> is (2-diethylaminoethyl)-aminocarbonyl or 3-(morpholin-4-yl)-2-hydroxypropylaminocarbonyl.

46. (Previously presented) A pharmaceutical composition comprising a pharmaceutically acceptable carrier or excipient and the compound of claim 37.

Claims 47-53 (Cancelled)